

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

IN RE:

**SHOW-CAUSE PROCEEDING
AGAINST TALK.COM, INC.**

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**DOCKET NO.
01-00216**

FIRST REQUEST FOR ADMISSIONS

Pursuant to Authority Rule 1220-1-2-.11 and Tenn. R. Civ. P. 36.01, the Consumer Services Division of the Tennessee Regulatory Authority ("TRA") hereby requests Talk.com, also known as or affiliated with Access One, Access One Communications, The Phone Company, The Other Phone Company, AOL Long Distance, Tel-save, Talk America Holdings, Inc., and TalkAmerica® (hereinafter referred to as "Talk.com"), to admit, for the purpose of this proceeding only and subject to all pertinent objections to admissibility which may be interposed at the hearing, the truth of the following matters of fact:

COUNT 1:

1. On or about October 28, 2000, the local, local toll, and long distance telephone service provided to 3726 Misty Oak Drive, Memphis, Tennessee was switched to "AOL" and/or "The Other Phone Company."
2. On October 28, 2000, John Smith resided at 3726 Misty Oak Drive, Memphis, Tennessee.

3. On October 28, 2000, telephone service at 7365 Shire Oaks Cove was listed in the name of J. Qualls.

COUNTS 2, 3 and 4

4. On or about October 11, 2000, the local toll and long distance telephone service provided to 2903 Fifteenth Avenue was switched to The Other Phone Company.

5. On October 11, 2000, Marla Davis resided at 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee.

6. On or about October 11, 2000, the local toll and long distance telephone service provided to 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee was switched to The Other Phone Company without authorization from Marla Davis.

7. On or about November 7, 2000, The Other Phone Company ceased providing the local toll and long distance telephone service provided to 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee.

8. On or about October 17, 2000, the local telephone service provided to 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee, was switched to The Other Phone Company.

9. On October 17, 2000 Marla Davis resided at 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee.

10. On or about November 8, 2000, The Other Phone Company ceased providing the local telephone service to 2903 Fifteenth Avenue, Apartment 2B, Chattanooga, Tennessee.

COUNTS 5 and 6

11. The local, local toll and long distance telephone service provided to 69 Nickleby Down, Brentwood, Tennessee, was switched to The Other Phone Company on or about November 10, 2000.

12. Gerald Cochrane resided at 69 Nickleby Down, Brentwood, Tennessee on November 10, 2000.

13. The Other Phone Company ceased providing the local telephone service provided to 69 Nickleby Down, Brentwood, Tennessee, on or about December 20, 2000.

14. The Other Phone Company ceased providing the local toll and long distance telephone service to Nickleby Down, Brentwood, Tennessee, on or about December 18, 2000.

COUNTS 7 and 8

15. The Other Phone Company ceased providing the local, local toll and long distance telephone service to 3680 Price Road, Moscow, Tennessee, on or about November 8, 2000.

16. Randy O'Neal resided at 3680 Price Road, Moscow, Tennessee, on November 8, 2000.

17. The Other Phone Company ceased providing the local toll and long distance telephone service provided to 3680 Price Road, Moscow, Tennessee, on or about December 26, 2000.

18. The Other Phone Company ceased providing the local telephone service to 3680 Price Road, Moscow, Tennessee on or about December 27, 2000.

COUNTS 9 and 10

19. The local, local toll and long distance telephone service provided to Boyd's Creek Baptist Church of 503 Fred Sales Place, Sevierville, Tennessee was switched to The Other Phone Company on or about October 21, 2000.

20. On October 21, 2000, Boyd's Creek Baptist Church resided at 503 Fred Sales Place, Sevierville, Tennessee. On October 21, 2000, Marvin Johns, of 503 Fred Sales Place, Sevierville, Tennessee served as Chairman of the Trustees of Boyd's Creek Baptist Church.

21. The Other Phone Company ceased providing the local, local toll and long distance telephone service to Boyd's Creek Baptist Church of 503 Fred Sales Place, Sevierville, Tennessee, was switched to a provider other than Talk.com on or about November 27, 2000.

COUNTS 11 and 12

22. On or about October 10, 2000, the local telephone service provided to 7331 Cresthill Drive, # E-4, Knoxville, Tennessee, was switched to The Other Phone Company.

23. On October 10, 2000 Marilyn Hesselgrave resided at 7331 Cresthill Drive, # E-4, Knoxville, Tennessee.

24. On or about November 7, 2000, The Other Phone Company ceased providing the local telephone service provided to 7331 Cresthill Drive, # E-4, Knoxville, Tennessee.

25. On or about October 10, 2000, the local toll and long distance telephone service provided to 7331 Cresthill Drive, # E-4, Knoxville, Tennessee, were switched to The Other Phone Company.

26. On or about November 14, 2000, The Other Phone Company ceased providing the local toll and long distance telephone service to 7331 Cresthill Drive, # E-4, Knoxville, Tennessee.

COUNTS 13 and 14

27. On or about January 16, 2001, the local, local toll and long distance telephone service provided to 401 S. Cumberland Street, Lebanon, Tennessee, on two business lines whose respective numbers were (615) 443-1919 and (615) 443-4543 was switched to The Other Phone Company d/b/a Access One.

28. On January 16, 2001 Jim Landers d/b/a Whitts Barbecue resided at 401 S. Cumberland Street, Lebanon, Tennessee.

29. On or about February 13, 2001, The Other Phone Company d/b/a Access One

ceased providing the local, local toll, and long distance telephone service to 401 S. Cumberland Street, Lebanon, Tennessee.

COUNTS 15 and 16

30. On December 16, 2000 Esther Haynes resided at 9515 Bob Gray Road, Knoxville, Tennessee.

31. On or about December 16, 2000, the local toll and long distance telephone service provided to 9515 Bob Gray Road, Knoxville, Tennessee, was switched to The Phone Company.

32. On or about February 13, 2001, The Phone Company ceased providing the local toll and long distance telephone service to 9515 Bob Gray Road, Knoxville, Tennessee.

COUNTS 17 and 18

33. On December 15, 2000 John and Julie Helton d/b/a J & J Handling Systems, Inc. resided at 7808 Hale Road, Hixson, Tennessee.

34. On or about December 15, 2000, the telephone service being provided by BellSouth to John and Julie Helton d/b/a J & J Handling Systems, Inc. was switched to The Other Phone Company.

35. On or about February 9, 2001, The Other Phone Company ceased providing the telephone service to 7808 Hale Road, Hixson, Tennessee.

COUNTS 19 and 20

36. On October 12, 2000 C. Pat Anderson resided at 1220 Rome Pike, Lebanon, Tennessee.

37. The local telephone service provided to 1220 Rome Pike, Lebanon, Tennessee, was switched to The Other Phone Company on or about October 12, 2000.

38. On or about October 12, 2000, The Other Phone Company ceased providing the local telephone service to 1220 Rome Pike, Lebanon, Tennessee.

39. On or about October 12, 2000, the local toll and long distance telephone service provided to 1220 Rome Pike, Lebanon, Tennessee, was switched to The Other Phone Company.

40. The Other Phone Company ceased providing the local toll and long distance telephone service to 1220 Rome Pike, Lebanon, Tennessee on or about November 2, 2000.

COUNTS 21 and 22

41. On March 5, 2001, Donna Herald resided at 1520 Ryan Place, Columbia, Tennessee.

42. On or about March 5, 2001 the local telephone service provided to 1520 Ryan Place, Columbia, Tennessee was switched to The Other Phone Company.

43. On or about March 21, 2001, The Other Phone Company ceased providing the local telephone service to 1520 Ryan Place, Columbia, Tennessee.

44. On or about March 5, 2001, The Other Phone Company ceased providing the local toll and long distance telephone service provided to 1520 Ryan Place, Columbia, Tennessee.

45. On or about March 15, 2001, The Other Phone Company ceased providing the local toll and long distance telephone service to 1520 Ryan Place, Columbia, Tennessee.

COUNTS 23 and 24

46. On August 17, 2000 Robert Whitaker resided at 5005 Hasty Drive, Nashville, Tennessee.

47. On or about August 17, 2000, the local telephone service provided to 5005 Hasty

Drive, Nashville, Tennessee was switched to The Other Phone Company.

48. On or about October 28, 2000, The Other Phone Company ceased providing the local telephone service to 5005 Hasty Drive, Nashville, Tennessee.

COUNTS 25 and 26

49. On March 5, 2001, Barbara DeBlasio resided at 112 Shady Street, Summertown, Tennessee.

50. On or about March 5, 2001, the local telephone service provided to 112 Shady Street, Summertown, Tennessee was switched to The Other Phone Company.

51. On or about March 23, 2001, The Other Phone Company ceased providing the local telephone service to 112 Shady Street, Summertown, Tennessee.

COUNTS 27 and 28

52. On October 17, 2000, Sharon Jones resided at 234 British Woods Drive, Nashville, Tennessee.

53. On October 17, 2000, the local, local toll and long distance telephone service provided to 234 British Woods Drive, Nashville, Tennessee was switched to The Other Phone Company.

54. On December 19, 2000, The Other Phone Company ceased providing the local, local toll and long telephone distance service to 234 British Woods Drive, Nashville, Tennessee.

COUNTS 29 and 30

55. On November 3, 2000, Kerry Beyer resided at 2318 Cornwall Street, Germantown, Tennessee.

56. On or about November 3, 2000, the local telephone service provided to 2318 Cornwall Street, Germantown, Tennessee was switched to The Other Phone Company..

57. On or about December 4, 2000, The Other Phone Company ceased providing the

local telephone service to 2318 Cornwall Street, Germantown, Tennessee.

58. On February 16, 2001, Kerry Beyer resided at 2318 Cornwall Street, Germantown, Tennessee.

59. On or about February 16, 2001, the local telephone service provided to 2318 Cornwall Street, Germantown, Tennessee was switched to The Other Phone Company.

60. On or about March 15, 2001, The Other Phone Company ceased providing the local telephone service to 2318 Cornwall Street, Germantown, Tennessee.

61. The thirteen (13) solicitation scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division fail to include a statement that the purpose of the call is to solicit verbal approval to change the end user's local, and/or intraLATA, or interLATA carrier along with the specific question to the end user, "Do you want to change your service?"

62. The thirteen (13) solicitation scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not provide an unsolicited disclosure describing charge(s) for processing the carrier change that may be imposed.

63. The thirteen (13) solicitation scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not include a disclosure that "the end user's local, intraLATA, or interLATA carrier may not be changed unless and until the telemarketing sale is confirmed by at least one of the methods outlined in Tenn. Comp. R. & Reg. 1220-4-2-.56](2)(a-c).

64. The thirteen (13) solicitation scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not include an unsolicited disclosure of the time frame when a change of service will occur.

65. The thirteen (13) solicitation scripts Talk.com provided to the TRA in response to

a data request from the Consumer Services Division do not provide statement verifying that the end user is an authorized individual.

66. The fifty-four (54) verification scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not disclose the company name of the independent third party verifier.

67. The fifty-four (54) verification scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not request whether the end user would like to verify his/her decision to switch service at the present time or wait until a later time.

68. The fifty-four (54) verification scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not disclose the approximate time frame in which the change in service will occur.

69. The fifty-four (54) verification scripts Talk.com provided to the TRA in response to a data request from the Consumer Services Division do not include a statement at the end of the conversation confirming that a request will or will not be submitted to the end user's LEC to change his or her preferred local exchange service provider, PIC or LPIC.

COUNTS 31 and 32

70. On March 15, 2000, Joe and Rose Matthews d/b/a Matthews Towing and Car Care Center resided at 3995 Raleigh Millington Rd, Memphis, Tennessee.

71. On or about March 15, 2000, the local, local toll and long distance telephone service provided on four lines to 3995 Raleigh Millington Rd, Memphis, Tennessee were switched to The Other Phone Company.

72. On or about August 23, 2000, The Other Phone Company ceased providing the local, local toll and long distance telephone service on four lines to 3995 Raleigh Millington Rd,

Memphis, Tennessee.

COUNTS 33 and 34

73. On January 14, 2000, Pam Downen resided at 130 Brints Chapel Lane, Middleton, Tennessee.

74. On or about January 14, 2000, the local toll and long distance telephone service provided to 130 Brints Chapel Lane, Middleton, Tennessee was switched to Talk.com.

75. On or about April 11, 2000, Talk.com ceased providing the local toll and long distance telephone service to 130 Brints Chapel Lane, Middleton, Tennessee.

76. On or about January 27, 2000, Pam Downen of 130 Brints Chapel Lane, Middleton, Tennessee communicated a request to cancel Talk.com's service to Talk.com.

76. On or about January 27, 2000, Talk.com ceased providing the long distance telephone service to 130 Brints Chapel Lane, Middleton, Tennessee.

COUNTS 35 and 36

77. On July 16, 2000, Dorothy Curvin resided at 11281 McGill Rd., Soddy Daisy, Tennessee.

78. On or about July 16, 2000, the local telephone service provided to 11281 McGill Rd., Soddy Daisy, Tennessee was switched to The Other Phone Company.

79. On or about November 16, 2000, The Other Phone Company ceased providing the local telephone service to 11281 McGill Rd., Soddy Daisy, Tennessee.

80. On or about July 15, 2000, the local toll and long distance telephone service provided to 11281 McGill Rd., Soddy Daisy, Tennessee was switched to The Other Phone Company.

81. On or about August 31, 2000, The Other Phone Company ceased providing the local toll and long distance telephone service to 11281 McGill Rd., Soddy Daisy, Tennessee.

82. On November 9, 2000, Dorothy Curvin resided at 11281 McGill Rd., Soddy Daisy, Tennessee.

83. On or about November 9, 2000, the local toll and long distance telephone service provided to 11281 McGill Rd., Soddy Daisy, Tennessee were switched to the Other Phone Company.

84. On or about November 14, 2000, The Other Phone Company ceased providing the local toll and long distance telephone service to 11281 McGill Rd., Soddy Daisy, Tennessee.

COUNTS 37 and 38

85. On September 12, 2000, Laura Wilson resided at 15 Bluff Creek Trail, Soddy Daisy, Tennessee.

86. On or about September 12, 2000, the local telephone service provided to 15 Bluff Creek Trail, Soddy Daisy, Tennessee was switched to Talk.com.

87. On or about November 9, 2000, Talk.com ceased providing the local telephone service to 15 Bluff Creek Trail, Soddy Daisy, Tennessee.

COUNTS 39 and 40

88. On July 16, 2000, Jeanette Deming resided at 124 Roseland Hill Rd., Brighton, Tennessee.

89. On or about July 16, 2000, the local telephone service provided to 124 Roseland Hill Rd. Brighton, Tennessee was switched to The Other Phone Company.

90. On or about July 16, 2000, The Other Phone Company ceased providing the local telephone service to 124 Roseland Hill Rd. Brighton, Tennessee.

91. On September 25, 2000, Jeanette Deming resided at 124 Roseland Hill Rd., Brighton, Tennessee.

92. On or about September 25, 2000, the local telephone service provided to 124

Roseland Hill Rd. Brighton, Tennessee was switched to The Other Phone Company.

93. On or about November 22, 2000, The Other Phone Company ceased providing the local telephone service to 124 Roseland Hill Rd. Brighton, Tennessee.

94. On November 20, 2000, Jeanette Deming resided at 124 Roseland Hill Rd., Brighton, Tennessee.

95. On or about November 20, 2000, the local toll and long distance telephone service provided to 124 Roseland Hill Rd., Brighton, Tennessee was switched to The Other Phone Company.

96. On or about January 25, 2001, The Other Phone Company ceased providing the local toll and long distance telephone service to 124 Roseland Hill Rd., Brighton, Tennessee.

COUNTS 41 and 42

97. On John Selkirk resided at 9125 Wren Hill Drive, Lakeland, Tennessee.

98. On or about November 14, 2000, the local toll and long distance telephone service provided to 9125 Wren Hill Drive, Lakeland, Tennessee was switched to The Other Phone Company.

99. On or about December 27, 2000, The Other Phone Company ceased providing the local toll and long distance telephone service to 9125 Wren Hill Drive, Lakeland, Tennessee.

COUNTS 43 and 44

100. On November 9, 2000, Gary Butler resided at 765 McMurray Dr., Apt. M-10, Nashville, Tennessee.

101. On or about November 9, 2000, the local toll and long distance telephone service provided to 765 McMurray Dr., Apt. M-10, Nashville, Tennessee was switched to The Other Phone Company.

102. On or about January 8, 2001, The Other Phone Company ceased providing the

local toll and long distance telephone service to 765 McMurray Dr., Apt. M-10, Nashville, Tennessee.

COUNTS 45 and 46

103. On January 12, 2001, Janet Elizabeth Clare resided at 3211 Highway 411, Madisonville, Tennessee.

104. On or about January 12, 2001, the local telephone service provided to 3211 Highway 411, Madisonville, Tennessee was switched to The Other Phone Company.

105. On or about January 25, 2001, The Other Phone Company ceased providing the local telephone service to 3211 Highway 411, Madisonville, Tennessee.

COUNTS 47 and 48

106. On January 24, 2000, Lori Turbeville resided at 1257 Brushy Road, Centerville, Tennessee.

107. On or about January 24, 2000, the long distance telephone service and local toll telephone service provided to 1257 Brushy Road, Centerville, Tennessee was switched to The Other Phone Company.

108. On or about March 27, 2000, The Other Phone Company ceased providing the long distance telephone service and local toll telephone service to 1257 Brushy Road, Centerville, Tennessee.

COUNTS 49 and 50

109. On January 23, 2001 the address for Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C. was P.O. Box 30, Rockvale, Tennessee.

110. On or about January 23, 2001, the local telephone service provided to Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C. was switched to Access One.

111. On or about March 26, 2001, Access One ceased providing local telephone

service to Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C.

112. On March 9, 2001, the address for Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C. was P.O. Box 30, Rockvale, Tennessee.

113. On or about March 9, 2001, the local toll and long distance telephone service provided to Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C. was switched to Access One.

114. On or about April 2, 2001, Access One ceased providing local toll telephone service to Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C.

115. On or about May 23, 2001, Access One ceased providing long distance telephone service to Carol O'Gorman d/b/a Heat Transfer Solutions, L.L.C.

COUNTS 51 and 52

116. On March 28, 2001, Edith Brown resided at 3451 Powers Bridge Road, Manchester, Tennessee.

117. On or about March 28, 2001, the local telephone service provided to 3451 Powers Bridge Road, Manchester, Tennessee was switched to The Other Phone Company.

118. On or about March 29, 2001, The Other Phone Company ceased providing local telephone service to 3451 Powers Bridge Road, Manchester, Tennessee.

COUNT 53

119. On February 15, 2001, Duane and Cindi Shields resided at 8065 Allbright Cove, Bartlett, Tennessee.

120. On or about February 15, 2001, the local, local toll and long distance telephone service provided to 8065 Allbright Cove, Bartlett, Tennessee was switched to The Other Phone Company.

121. On or about February 15, 2001, The Other Phone Company ceased providing local telephone service to 8065 Allbright Cove, Bartlett, Tennessee.

122. On or about March 7, 2001, The Other Phone Company ceased providing the local toll and long distance telephone service to 8065 Allbright Cove, Bartlett, Tennessee.

COUNTS 54 and 55

123. On March 23, 2001, Lisa Switter resided at 265 Moore Circle, N.W., Charleston, Tennessee.

124. On or about March 23, 2001, the local and long distance telephone service provided to 265 Moore Circle, N.W., Charleston, Tennessee was switched to Access One.

125. On March 26, 2001, Access One ceased providing the local and long distance telephone service provided to 265 Moore Circle, N.W., Charleston, Tennessee.

COUNTS 56 and 57

126. On August 1, 2000, K. L. Owen and Carole A. Owen resided at 707 N. Graycroft Ave., Madison, Tennessee.

127. On or about August 1, 2000, the local, local toll and long distance telephone service provided to 707 N. Graycroft Ave., Madison, Tennessee was switched to Talk.com.

128. On or about September 17, 2000, Talk.com ceased providing the local telephone service provided to 707 N. Graycroft Ave., Madison, Tennessee.

129. On or about September 18, 2000, Talk.com ceased providing the local toll and long distance telephone service provided to 707 N. Graycroft Ave., Madison, Tennessee.

COUNT 58

130. On November 15, 2000, John Montgomery d/b/a John Montgomery Insurance Agency resided at 810 State Street, Knoxville, Tennessee.

131. On or about November 15, 2000, the local telephone service was switched to The Other Phone Company.

132. On or about December 11, 2000, The Other Phone Company ceased providing

local telephone service to 810 State Street, Knoxville, Tennessee.

COUNT 59

132. On October 2, 2000, Judy Beasley, of Beasley Antenna & Satellite, resided at 1801 Bell Avenue, Paris, Tennessee.

133. On or about October 2, 2000, the local telephone service provided to Beasley Antenna & Satellite residing at 1801 Bell Avenue, Paris, Tennessee was switched to The Other Phone Company.

134. On or about October 9, 2000, The Other Phone Company ceased providing local telephone service to Beasley Antenna & Satellite residing at 1801 Bell Avenue, Paris, Tennessee.

COUNTS 60 and 61

135. On November 14, 2000, Janice Keenan resided at 414 West Ridgecrest Dr., Kingston, Tennessee.

136. On or about November 14, 2000, the local telephone service provided to 414 West Ridgecrest Dr., Kingston, Tennessee was switched to Access One.

137. On or about October 18, 2000, the local toll telephone service provided to 414 West Ridgecrest Dr., Kingston, Tennessee was switched to Access One.

138. On or about December 18, 2000, Access One ceased providing the local and the local toll telephone service to 414 West Ridgecrest Dr., Kingston, Tennessee.

COUNT 62

139. On February 26, 2001, Michael Foster resided at 223 Western Avenue, Lebanon, Tennessee.

140. On or about February 26, 2001, the local telephone service provided to 223 Western Avenue, Lebanon, Tennessee was switched to Talk.com.

141. On or about March 10, 2001, Talk.com ceased providing the local telephone

service provided to 223 Western Avenue, Lebanon, Tennessee.

COUNTS 63 and 64

142. On March 8, 2001, Lenore Wilson resided at 154 North Ridge Drive, Parotsville, Tennessee.

143. On or about March 8, 2001, the local, local toll and long distance telephone service provided to 154 North Ridge Drive, Parotsville, Tennessee was switched to Talk.com.

144. On or about April 20, 2001, Talk.com ceased providing the local toll and long distance telephone service to 154 North Ridge Drive, Parotsville, Tennessee.

145. On or about April 23, 2001, Talk.com ceased providing the local telephone service to 154 North Ridge Drive, Parotsville, Tennessee.

COUNTS 65 and 66

146. On or about September 22, 2000, Patricia Ladisa of 7033 North Lake Drive, Brentwood, Tennessee, cancelled her local and long distance telephone service with Talk.com.

147. Bruce Efflandt of 1771 Wears Valley Road, Sevierville, Tennessee, provided Talk.com with notice of cancellation of previously authorized telephone service with Talk.com on August 20, 2000.

148. Bruce Efflandt of 1771 Wears Valley Road in Sevierville, Tennessee, provided Talk.com with notice of cancellation of previously authorized telephone service with Talk.com on or before November 7, 2000.

149. Talk.com ceased to provide previously authorized telephone service to Bruce Efflandt of 1771 Wears Valley Road, Sevierville, Tennessee on January 22, 2001.

COUNT 67

150. In August of 2000, Talk.com received a notice of cancellation from Mrs. Lillian Greer of 1234 Meda Street, Memphis, Tennessee.

151. Subsequent to the notice of cancellation referenced in request for admission number 150 (above) Talk.com delivered a bill for payment of \$67.49 for local telephone service to Mrs. Lillian Greer of 1234 Meda Street, Memphis, Tennessee.

COUNT 68

152. Doris Moore of 10464 Hwy 104 North, Lexington, Tennessee, authorized Talk.com to provide her with local telephone service in July 2000.

153. As of August 10, 2000, Talk.com had not activated the previously authorized telephone service referenced in request for admission number 152 (above).

154. Talk.com delivered a bill or bills to Doris Moore of 10464 Hwy 104 North, Lexington, Tennessee, for at least two hundred three dollars and seventy cents (\$203.70).

155. Talk.com has never provided telephone service to Doris Moore of 10464 Hwy 104 North, Lexington, Tennessee.

COUNT 69

156. Talk.com received a notice of cancellation from Tim and Leah Sweeney of 2220 Monte Bella Place, Franklin, Tennessee on or about September 21, 2000.

157. Talk.com received a notice of cancellation from Tim and Leah Sweeney of 2220 Monte Bella Place, Franklin, Tennessee on or about October 23, 2000.

157. Talk.com debited the checking account of Tim and Leah Sweeney of 2220 Monte Bella Place, Franklin, Tennessee in the amounts of twenty-five dollars and ninety-three cents (\$25.93) and twenty-four dollars and fifty-two cents (\$24.52) on December 12, 2000, and fifty-one dollars and eighty-six cents (\$51.86) and forty-nine dollars and four cents (\$49.04) on December 29, 2000.

158. Talk.com continued to bill Tim and Leah Sweeney of 2220 Monte Bella Place, Franklin, Tennessee until November 20, 2000.

159. As of August 7, 2001, Talk.com had not returned the two debits of December 29, 2000 referenced in request for admission number 159 (above) in the total amount of one hundred dollars and ninety cents (\$100.90) to Tim and Leah Sweeney of 2220 Monte Bella Place, Franklin, Tennessee.

COUNT 70

160. Marjorie Rainey of 5620 Granny White Pike, Brentwood, Tennessee was billed by Talk.com for features that she had not authorized Talk.com to provide in the amounts amounting to at least two-hundred twenty-six dollars (\$226.00) and three hundred fourteen dollars and thirty-eight cents (\$314.38).

COUNT 71

161. Talk.com delivered a bill dated December 27, 2000 to Fred Parish of Mid-Town Video, 3081 Roane State Hwy, Harriman, Tennessee in the amount of \$69.31.

COUNT 72

162. Subsequent to receiving a notice of cancellation from Lisan Parker of 3600 Hillsboro Rd, Nashville, Tennessee, Talk.com billed Ms. Parker amounts totaling two hundred ninety-two dollars and forty-eight cents (\$292.48) and fifty-six dollars and fifty-one cents (\$56.51).

163. Talk.com billed Lisan Parker of 3600 Hillsboro Rd, Nashville, Tennessee, for a Premier Plan in the amount of \$3.95, which Ms. Parker did not order.

COUNT 73

164. Carolyn Keay of 11614 Holly Circle, Soddy Daisy, Tennessee subscribed to a Talk.com a local and long distance bundled telephone plan including two hundred (200) free minutes of long distance calls and unlimited local calls each month.

165. Carolyn Keay of 11614 Holly Circle, Soddy Daisy, Tennessee did not receive the

two hundred (200) minutes of free long distance or free local calls per the plan referenced in request for admission number 164 (above).

166. Talk.com billed Carolyn Keay of 11614 Holly Circle, Soddy Daisy, Tennessee in an amount totaling at least \$302.07 for local toll calls.

COUNT 74

167. Talk.com agreed to provide Lori Turbeville of 1257 Brushy Rd., Antioch, Tennessee with two-hundred (200) free minutes of long distance services and three (3) months of free AOL Internet service.

168. Between April 4, 2000 and March 3, 2001 Talk.com collected billed amounts of money from the Mastercard account of Lori Turbeville of 1257 Brushy Rd., Antioch, Tennessee in excess of those to which she had subscribed.

169. Talk.com collected billed amounts of money from the Mastercard account of Lori Turbeville of 1257 Brushy Rd., Antioch, Tennessee in excess of those to which she had subscribed after the service was cancelled.

COUNT 75

170. Talk.com agreed to provide telephone service to Andy Whitehead of 1409 Bowman Road, Knoxville, Tennessee, for a monthly charge of \$39.99 with two-hundred (200) free minutes of long distance per month.

171. After receiving notice of cancellation of previously authorized service from Andy Whitehead of 1409 Bowman Road, Knoxville, Tennessee, Talk.com continued to bill Andy Whitehead of 1409 Bowman Road, Knoxville, Tennessee.

172. Andy Whitehead of 1409 Bowman Road in Knoxville, Tennessee was billed for an additional monthly fee in the amount of \$39.05.

COUNT 76

173. Talk.com agreed to provide Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee with telephone service for \$49.95 per month.

174. Talk.com failed to timely cancel the existing service upon receipt of a notice of cancellation from Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee.

175. Talk.com billed Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee in excess of \$100.00 per month during the time the account of Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee was open with Talk.com.

177. Talk.com continued to bill Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee after Talk.com ceased to provide service to Charles Gerald Richardson of 335 Milbridge Drive, Antioch, Tennessee.

COUNT 77

178. Talk.com received a notice of cancellation for telephone service provided to Cecilia Peterson of 531 South Gay Street, Suite 100, Knoxville, Tennessee in July of 2000.

179. Talk.com ceased providing telephone service to Cecilia Peterson of 531 South Gay Street, Suite 100, Knoxville, Tennessee in July of 2000.

180. Talk.com billed Cecilia Peterson of 531 South Gay Street, Suite 100, Knoxville, Tennessee every month from July 2000 to March 2001.

COUNT 78

181. Talk.com ceased providing telephone service to Betty Monroe of Breeze Thru Market and Deli at 1103 Tennessee Avenue, Knoxville, Tennessee in June of 2000.

182. Talk.com continued to bill Betty Monroe of Breeze Thru Market and Deli at 1103 Tennessee Avenue, Knoxville, Tennessee for a period of time from June of 2000 to March 31, 2001.

COUNT 79

183. Talk.com switched the telephone service provided to Woodlife Photography, Inc. of 11 W. Huling Avenue, Memphis, Tennessee on June 29, 2000.

184. Talk.com ceased providing service to Woodlife Photography, Inc. of 11 W. Huling Avenue, Memphis, Tennessee on July 28, 2000.

185. Talk.com continued to bill the corporation after the service had been cancelled.

186. Talk.com continued billing Woodlife Photography, Inc. on a monthly basis until April of 2001.

COUNT 80

187. Talk.com ceased providing telephone service to Pat Shell of 2712 Washington Lane, Thompson Station, Tennessee on December 21, 2000.

188. Talk.com continued to bill Pat Shell of 2712 Washington Lane, Thompson Station, Tennessee one hundred thirty-eight dollars and fifty-eight cents (\$138.58) each month from January 2001 through April 2001.

COUNT 81

189. Talk.com agreed to provide Artworks Printing and Signs of 106 East Lane Street, Shelbyville, Tennessee with local and long distance service at a rate of \$54.95 per month, with two-hundred (200) free minutes of long distance.

190. In December of 2000, Talk.com received a cancellation letter and check for \$65.00 from Buddy Hart of Artworks Printing and Signs of 106 East Lane Street, Shelbyville, Tennessee dated December 20, 2000.

COUNT 82

191. Talk.com received notice to cancel previously authorized telephone service from Beth Davis of 9229 Birchwood Pike, Harrison, Tennessee in July of 2000.

192. Approximately six (6) months later Talk.com sent a bill for over \$200 to Beth Davis of 9229 Birchwood Pike, Harrison, Tennessee. She immediately called Talk.com and was assured by a customer service representative that the problem would be resolved and the account would be cancelled.

193. Talk.com continued to bill Beth Davis of 9229 Birchwood Pike, Harrison, Tennessee for service on a monthly basis from July of 2000 until March of 2001.

COUNT 83

194. In November of 2000, Tina Cook of 3048 Steekee School Road, Loudon, Tennessee cancelled all service provided by Talk.com on one of her lines and the local service on the other.

195. In December of 2000, Tina Cook of 3048 Steekee School Road, Loudon, Tennessee canceled all service on one of her lines and the local service on another.

196. Talk.com continued to bill Tina Cook of 3048 Steekee School Road, Loudon, Tennessee for the cancelled services referred to above in request for admission number 194 on a monthly basis until April of 2001.

197. Talk.com continued to bill Tina Cook of 3048 Steekee School Road, Loudon, Tennessee for the cancelled services referred to above in request for admission number 195 on a monthly basis until April of 2001.

COUNT 84

198. Access One ceased providing telephone service to John Montgomery d/b/a John Montgomery Insurance Agency of 810 State Street, Knoxville in October of 2000.

199. Access One continued to bill John Montgomery d/b/a John Montgomery Insurance Agency of 810 State Street, Knoxville for telephone service from November of 2000 until April of 2001.

COUNT 85

200. Talk.com ceased providing telephone service to Veronica Castillo of 1575 Galloway, Apt. # 4, Memphis, Tennessee in October of 2000.

201. Talk.com deducted funds from the checking account of Veronica Castillo of 1575 Galloway, Apt. # 4, Memphis, Tennessee from November of 2000 to February of 2001.

COUNT 86

202. Talk.com did not provide telephone services to Malisha Blackman of 528 Norton Avenue, Nashville, Tennessee at any time.

203. Malisha Blackman of 528 Norton Avenue, Nashville, Tennessee communicated a notice of cancellation of service to Talk.com in July of 2000.

204. Talk.com sent a bill in the amount of \$79.80 to Malisha Blackman of 528 Norton Avenue, Nashville, Tennessee in March of 2001.

COUNT 87

205. AOL Long Distance debited the checking account of Jack W. Whitman of 245 Fairway Drive, Donelson, Tennessee on March 27, 2001, in the amount of \$245.33.

206. AOL Long Distance debited the checking account of Jack W. Whitman of 245 Fairway Drive, Donelson, Tennessee on April 27, 2001, in the amount of \$209.33.

COUNT 88

207. John Whalen of 1496 Oakdale Highway, Harriman, Tennessee was billed twice by Talk.com, once directly and through his credit card in October of 2000.

COUNT 89

208. Talk.com ceased providing telephone service to Rudolph Blue of 105 Brunswick Drive, Hendersonville, Tennessee in August of 2000.

209. Talk.com continued to bill Rudolph Blue of 105 Brunswick Drive,

Hendersonville, Tennessee on a monthly basis beginning in September of 2000 in a total amount of at least three hundred sixty-four dollars and eight cents (\$364.08).

COUNT 90

210. Talk.com did not provide local long distance telephone service to Mr. William James of 1443 Vance Avenue, Memphis, Tennessee at any time.

211. Talk.com did not providedlocal telephone service to Mr. William James of 1443 Vance Avenue, Memphis, Tennessee at any time.

212. Talk.com billed Mr. William James of 1443 Vance Avenue, Memphis, Tennessee for telephone service for approximately two hundred and one dollars and five cents (\$201.05).

COUNT 91

213. Talk.com agreed to provide Ms. Patricia Gatley of 1909 Hwy. 48 South, Centerville, Tennessee with a calling plan providing for a monthly fee of approximately thirty-three dollars (\$33.00).

214. Talk.com's first bill to Ms. Patricia Gatley of 1909 Hwy. 48 South, Centerville, Tennessee amounted to one hundred sixty-eight dollars (\$168.00) including a sixteen dollar (\$16.00) fee for an area wide calling plan, twenty-three cents (\$0.23) for each local toll call and a per minute rate on each local toll call.

215. Talk.com debited the checking account of Ms. Patricia Gatley monthly for the three (3) months subsequent to the month in which Talk.com ceased providing telephone service to Ms. Patricia Gatley of 1909 Hwy. 48 South, Centerville, Tennessee.

COUNT 92

216. Mr. Dennis McCarthy of 304 S. Gay Street in Knoxville, Tennessee authorized Talk.com to provide him with local toll telephone service in October of 2000.

217. Talk.com charged Mr. Dennis McCarthy of 304 S. Gay Street in Knoxville, Tennessee long distance rates on local calls.

218. Talk.com delivered the first bill for the service referred to in request for admission number (above) to Mr. Dennis McCarthy of 304 S. Gay Street in Knoxville, Tennessee in April of 2001.

219. Talk.com did not place the telephone numbers for Mr. Dennis McCarthy of 304 S. Gay Street in Knoxville, Tennessee on the correct local toll calling plan causing him to be billed at a per minute rate.

COUNT 93

220. Talk.com billed Ms. Helen Spurlock of 1013 Pin Oak Drive in Pleasant View, Tennessee for services to which she had not subscribed.

COUNT 94

221. On August 2, 2000, the telephone number for Teresa A. Tharpe was listed in the Tennessee "Do Not Call" register.

222. On or about August 2, 2000, Talk.com made or caused to be made a telephone solicitation to Teresa A. Tharpe.

COUNT 95

223. On August 1, 2000, the telephone number for Frederick J. Snow was listed in the Tennessee "Do Not Call" register.

224. On or about August 1, 2000, Talk.com made or caused to be made a telephone solicitation to Frederick J. Snow of 1807 Westchester Drive, Knoxville, Tennessee.

COUNT 96

225. On September 9, 2000, the telephone number for Daniel K. was listed in the

Tennessee "Do Not Call" register.

226. On or about September 9, 2000, Talk.com made or caused to be made a telephone solicitation to Daniel K. Brown.

COUNTS 97 and 98

227. On September 7, 2000, the telephone number for Laura Johnson was listed in the Tennessee "Do Not Call" register.

228. On or about September 7, 2000, Talk.com made or caused to be made two telephone solicitations to Laura Johnson.

COUNT 99

229. On September 2, 2000, the telephone number for Allen R. Corbitt was listed in the Tennessee "Do Not Call" register.

230. On or about September 2, 2000, Talk.com made or caused to be made a telephone solicitation to Allen R. Corbitt.

COUNT 100

231. On September 1, 2000, the telephone number for Kristie Guthrie was listed in the Tennessee "Do Not Call" register.

232. On or about September 1, 2000, Talk.com made or caused to be made a telephone solicitation to Kristie Guthrie.

COUNTS 101 and 102

233. On August 31, 2000, the telephone number for Thomas E. and Marion Fitzgerald was listed in the Tennessee "Do Not Call" register.

234. On or about August 31, 2000, Talk.com made or caused to be made two telephone solicitations to Thomas E. and Marion Fitzgerald.

COUNT 103

235. On September 7, 2000, the telephone number for Brenda L. Rayman was listed in the Tennessee "Do Not Call" register.

236. On or about September 7, 2000, Talk.com made or caused to be made a telephone solicitation to Brenda L. Rayman.

COUNT 104

237. On September 7, 2000, the telephone number for Christopher A. Haney was listed in the Tennessee "Do Not Call" register.

238. On or about September 7, 2000, Talk.com made or caused to be made a telephone solicitation to Christopher A. Haney.

COUNT 105

239. On August 31, 2000, the telephone number for Jack A. Williams was listed in the Tennessee "Do Not Call" register.

240. On or about August 31, 2000, Talk.com made or caused to be made a telephone solicitation to Jack A. Williams.

COUNT 106

241. On September 9, 2000, David R. Smith was listed in the Tennessee "Do Not Call" register.

242. On or about September 9, 2000, Talk.com made or caused to be made a telephone solicitation to David R. Smith.

COUNT 107

243. On September 11, 2000, the telephone number for Matthew E. Smith was listed in the Tennessee "Do Not Call" register.

244. On or about September 11, 2000, Talk.com made or caused to be made a

telephone solicitation to Matthew E. Smith.

COUNT 108

245. On September 12, 2000, the telephone number for Michael R. Chance was listed in the Tennessee "Do Not Call" register.

246. On or about September 12, 2000, Talk.com made or caused to be made a telephone solicitation to Michael R. Chance.

COUNT 109

247. On September 9, 2000, the telephone number for Bruce W. Jones of was listed in the Tennessee "Do Not Call" register.

248. On or about September 9, 2000, Talk.com made or caused to be made a telephone solicitation to Bruce W. Jones.

COUNTS 110 and 111

249. On September 7, 2000 and September 9, 2000, the telephone number for Carl N. Owen was listed in the Tennessee "Do Not Call" register.

250. On or about September 7, 2000 and September 9, 2000, Talk.com made or caused to be made a telephone solicitation to Carl N. Owen.

COUNT 112

251. On August 18, 2000, the telephone number for Thomas H. Davis was listed in the Tennessee "Do Not Call" register.

252. On or about August 18, 2000, Talk.com made or caused to be made a telephone solicitation to Thomas H. Davis.

COUNT 113

253. On September 5, 2000, the telephone number for John C. Baumgartner was listed in the Tennessee "Do Not Call" register.

254. On or about September 5, 2000, Talk.com made or caused to be made a telephone solicitation to John C. Baumgartner.

COUNTS 114 and 115

255. On August 31, 2000, the telephone number for Richard E. Hinze was listed in the Tennessee "Do Not Call" register.

256. On or about August 31, 2000, Talk.com made or caused to be made a telephone solicitation to Richard E. Hinze.

COUNTS 116, 117 and 118

257. On September 6, 2000, the telephone number for Ellen Beene was listed in the Tennessee "Do Not Call" register.

258. On or about September 6, 2000, Talk.com made or caused to be made a telephone solicitation to Ellen Beene.

COUNT 119

259. On September 5, 2000, the telephone number for Juanita H. Evans was listed in the Tennessee "Do Not Call" register.

260. On or about September 5, 2000, Talk.com made or caused to be made a telephone solicitation to Juanita H. Evans.

COUNT 120

261. On September 8, 2000, the telephone number for M. Jane Turnage was listed in the Tennessee "Do Not Call" register.

262. On or about September 8, 2000, Talk.com made or caused to be made a telephone solicitation to M. Jane Turnage.

COUNT 121

263. On September 7, 2000, the telephone number for Linda Robinett was listed in the

Tennessee "Do Not Call" register.

264. On or about September 7, 2000, Talk.com made or caused to be made a telephone solicitation to Linda Robinett.

COUNT 122

265. On September 13, 2000, the telephone number for Robert K. Ross was listed in the Tennessee "Do Not Call" register.

266. On or about September 13, 2000, Talk.com made or caused to be made a telephone solicitation to Robert K. Ross.

COUNTS 123, 124 and 125

267. On September 6, 2000 and September 11, 2000, the telephone number for Judy Womac was listed in the Tennessee "Do Not Call" register.

268. On or about September 6, 2000 and September 11, 2000, Talk.com made or caused to be made three (3) telephone solicitations to Judy Womac: one call on September 6, 2000 and two calls on September 11, 2000.

COUNT 126

269. On September 11, 2000, the telephone number for Bernet V. Poczubut was listed in the Tennessee "Do Not Call" register.

270. On or about September 11, 2000, Talk.com made or caused to be made a telephone solicitation to Bernet V. Poczubut.

COUNT 127

271. On September 11, 2000, the telephone number for Forrest L. Orr was listed in the Tennessee "Do Not Call" register.

272. On or about September 11, 2000, Talk.com made or caused to be made a telephone solicitation to Forrest L. Orr.

COUNT 128

273. On September 12, 2000, the telephone number for Linda S. Corder was listed in the Tennessee "Do Not Call" register.

274. On or about September 12, 2000, Talk.com made or caused to be made a telephone solicitation to Linda S. Corder.

COUNT 129

275. On September 13, 2000, the telephone number for Sherry Richards was listed in the Tennessee "Do Not Call" register.

276. On or about September 13, 2000, Talk.com made or caused to be made a telephone solicitation to Sherry Richards.

COUNT 130

277. On September 7, 2000, the telephone number for Leah M. Owens was listed in the Tennessee "Do Not Call" register.

278. On or about September 7, 2000, Talk.com made or caused to be made a telephone solicitation to Leah M. Owens.

COUNT 131

279. On September 13, 2000, the telephone number for Remonia G. Headrick was listed in the Tennessee "Do Not Call" register.

280. On or about September 13, 2000, Talk.com made or caused to be made a telephone solicitation to Remonia G. Headrick.

COUNT 132

281. On September 11, 2000, the telephone number for Alton E. McConnell, Jr. was listed in the Tennessee "Do Not Call" register.

282. On or about September 11, 2000, Talk.com made or caused to be made a

telephone solicitation to Alton E. McConnell, Jr.

COUNT 133

283. On September 18, 2000, the telephone number for Pamela R. Miller was listed in the Tennessee "Do Not Call" register.

284. On or about September 18, 2000, Talk.com made or caused to be made a telephone solicitation to Pamela R. Miller.

COUNT 134

285. On September 5, 2000, the telephone number for Linda S. Bolt was listed in the Tennessee "Do Not Call" register.

286. On or about September 5, 2000, Talk.com made or caused to be made a telephone solicitation to Linda S. Bolt.

COUNTS 135 and 136

287. On September 14, 2000 and September 22, 2000, the telephone number for Carl G. Benjamin was listed in the Tennessee "Do Not Call" register.

288. On or about September 14, 2000 and September 22, 2000, Talk.com made or caused to be made a telephone solicitation to Carl G. Benjamin.

COUNTS 137, 138 and 139

289. On September 12, 2000, September 13, 2000, and September 14, 2000, the telephone number for Mrs. Charles (Alyce) Long was listed in the Tennessee "Do Not Call" register.

290. On or about September 12, 2000, Talk.com made or caused to be made a telephone solicitations to Mrs. Charles (Alyce) Long.

291. On or about September 13, 2000, Talk.com made or caused to be made a telephone solicitations to Mrs. Charles (Alyce) Long.

292. On or about September 14, 2000, Talk.com made or caused to be made a telephone solicitations to Mrs. Charles (Alyce) Long.

COUNT 140

293. On September 18, 2000, the telephone number for Robert D. McAllister was listed in the Tennessee "Do Not Call" register.

294. On or about September 18, 2000, Talk.com made or caused to be made a telephone solicitation to Robert D. McAllister.

COUNT 141

295. On September 16, 2000, the telephone number for Joseph E. Burriesci was listed in the Tennessee "Do Not Call" register.

296. On or about September 16, 2000, Talk.com made or caused to be made a telephone solicitation to Joseph E. Burriesci.

COUNT 142

297. On September 18, 2000, the telephone number for Cora L. Bamberg was listed in the Tennessee "Do Not Call" register.

298. On or about September 18, 2000, Talk.com made or caused to be made a telephone solicitation to Cora L. Bamberg.

COUNT 143

299. On September 5, 2000, the telephone number for Norma J. Corbin was listed in the Tennessee "Do Not Call" register.

300. On or about September 5, 2000, Talk.com made or caused to be made a telephone solicitation to Norma J. Corbin.

COUNT 144

301. On August 3, 2000, the telephone number for Jackie W. Fortune was listed in the

Tennessee "Do Not Call" register.

302. On or about August 3, 2000, Talk.com made or caused to be made a telephone solicitation to Jackie W. Fortune.

COUNT 145

303. On September 7, 2000, the telephone number for Bruce H. Luttrell was listed in the Tennessee "Do Not Call" register.

304. On or about September 7, 2000, Talk.com made or caused to be made a telephone solicitation to Bruce H. Luttrell.

COUNT 146

305. On October 5, 2000, the telephone number for David E. Thompson was listed in the Tennessee "Do Not Call" register.

306. On or about October 5, 2000, Talk.com made or caused to be made a telephone solicitation to David E. Thompson.

COUNTS 147 and 148

307. On January 27, 2001 and February 10, 2001, the telephone number for Chad Jerrell was listed in the Tennessee "Do Not Call" register.

308. On or about January 27, 2001, Talk.com made or caused to be made a telephone solicitation to Chad Jerrell.

309. On or about February 10, 2001, Talk.com made or caused to be made a telephone solicitation to Chad Jerrell.

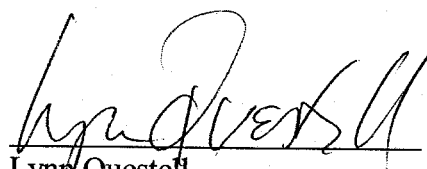

COUNT 149

310. On February 12, 2001, the telephone number for Emory Smith was listed in the Tennessee "Do Not Call" register.

311. On February 12, 2001, Talk.com made or caused to be made a telephone

solicitation to Emory Smith.

Respectfully submitted,


Lynn Questell
Randal Gilliam